

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

**DECLARATION OF JOHN C. GOODCHILD, III IN SUPPORT OF DEBTOR'S
MOTION FOR ENTRY OF AN ORDER (I) DIRECTING JOINT ADMINISTRATION
OF ITS CHAPTER 11 CASE AND (II) GRANTING RELATED RELIEF**

John C. Goodchild, III, pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury as follows:²

1. I am over 18 years of age and competent to testify to the matters herein.
2. I am a partner at the law firm Morgan, Lewis & Bockius LLP ("Morgan & Lewis") offices located at 1701 Market Street, Philadelphia, PA 19103. I am in good standing before courts in which I am admitted, and I have not been disbarred, suspended or disciplined by any administrative body.
3. I am authorized to submit this declaration (the "Declaration") on behalf of the Debtor. The information contained in this Declaration is based on my personal knowledge, my discussions with the JPLs and counsel to the FTX Debtors, and my review of the documents related to the Chapter 11 Case. I submit this Declaration in support of the Joint Administration.

¹ The Debtor in this Chapter 11 case is Emergent Fidelity Technologies Ltd, a company formed under the laws of Antigua and Barbuda with registration number 17532 as identified by the Antigua and Barbuda Financial Services Regulatory Commission. The Debtor's principal place of business is Unit 3B, Bryson's Commercial Complex, Friars Hill Road, St. John's, Antigua and Barbuda.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the *Debtor's Motion for Entry of an Order (I) Directing Joint Administration of its Chapter 11 Case and (II) Granting Related Relief* (the "Joint Administration Motion") [D.I. 38], filed in the Emergent Chapter 11 Case.

4. On February 3, 2023 (the “Petition Date”), the Emergent Debtor, under the control of Angela Barkhouse and Toni Shukla, as the JPLs pursuant to the Appointment Order³ of the Eastern Caribbean Supreme Court, High Court of Justice, Antigua and Barbuda, dated December 5, 2022, filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware.

5. As set out in the First Day Declaration, the Emergent Debtor is 90% owned by Samuel Bankman-Fried (“SBF”) and 10% owned by Zixiao “Gary” Wang. *See* D.I. 3.

6. On January 9, 2023, the FTX Debtors filed the Notice of Filing of Lists of Equity Holders in the FTX Chapter 11 Cases (the “FTX Equity Holders List”) [D.I. 450, Case No. 22-11068]. In that FTX Equity Holders List, SBF is listed as a holder of, among other FTX Debtor entities, 90% equity of Alameda Research LLC and 100% equity of the following FTX Debtors: Cedar Grove Technology Services, Ltd, Deck Technologies Holdings LLC, Hilltop Technology Services LLC, and Paper Bird Inc. A filed-marked copy of the FTX Equity Holders List is attached hereto as **Exhibit A**.

7. On February 28, 2023, the Emergent Debtor filed the Joint Administration Motion seeking entry of an order (a) authorizing the joint administration of the Emergent Chapter 11 Case with the FTX Chapter 11 Cases and the consolidation thereof for procedural purposes only and (b) granting related relief.

8. Both before and since the Petition Date, I have participated in numerous discussions with the JPLs about how to best administer the Emergent Chapter 11 Case in a manner that would be as procedurally convenient and cost-effective as possible. The result of those discussions was

³ The Appointment Order is attached as Exhibit B to the *Declaration of Angela Barkhouse in Support of the Debtor’s Chapter 11 Petition* (the “First Day Declaration”) [D.I. 3].

the procedures set forth in the Joint Administration Motion. I have also participated in numerous discussions with counsel to the FTX Debtors about the same issues. Counsel to the FTX Debtors reported to me that the FTX Debtors also agreed that the relief sought in the Joint Administration Motion would promote procedural convenience and cost efficiencies of the Chapter 11 Cases, which led to the filing of the Joint Administration Motion.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 13, 2023
Philadelphia, Pennsylvania

Respectfully submitted,

/s/ John C. Goodchild, III
John C. Goodchild, III